

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEW JERSEY

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name DirectBuy Home Improvement, Inc.

2. All other names debtor used in the last 8 years

DBA Z Gallerie

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 46-4404292

4. Debtor's address Principal place of business

1855 W. 139th Street
Gardena, CA 90249

Number, Street, City, State & ZIP Code

Los Angeles
County

Mailing address, if different from principal place of business

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

772 N. State Route 17 Paramus, NJ 07652
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.zgallerie.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **DirectBuy Home Improvement, Inc.**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4422

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No.
- ☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **DirectBuy Home Improvement, Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Relationship
District _____ When _____	Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☐ 100-199

☒ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☒ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$1,000,001 - \$10 million

☐ \$500,000,001 - \$1 billion

Debtor

DirectBuy Home Improvement, Inc.

Case number (if known)

Name

☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **DirectBuy Home Improvement, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **October 16, 2023**
MM / DD / YYYY

X /s/ Robert Fetterman

Signature of authorized representative of debtor

Robert Fetterman

Printed name

Title **CFO and Interim CEO**

18. Signature of attorney

X /s/ Michael D. Sirota

Signature of attorney for debtor

Date **October 16, 2023**

MM / DD / YYYY

Michael D. Sirota

Printed name

Cole Schotz P.C.

Firm name

Court Plaza North

25 Main Street

Hackensack, NJ 07601

Number, Street, City, State & ZIP Code

Contact phone **201-489-3000**

Email address **msirota@coleschotz.com**

MS-4088 NJ

Bar number and State

**United States Bankruptcy Court
District of New Jersey**

In re DirectBuy Home Improvement, Inc.

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
CSC Generation Holdings, Inc.			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CFO and Interim CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date October 16, 2023

Signature /s/ Robert Fetterman
Robert Fetterman

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
District of New Jersey**

In re **DirectBuy Home Improvement, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **DirectBuy Home Improvement, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

CSC Generation Holdings, Inc.

☐ None [*Check if applicable*]

October 16, 2023

Date

/s/ Michael D. Sirota

Michael D. Sirota

Signature of Attorney or Litigant

Counsel for **DirectBuy Home Improvement, Inc.**

Cole Schotz P.C.

Court Plaza North

25 Main Street

Hackensack, NJ 07601

201-489-3000 Fax:201-489-1536

msirota@coleschotz.com

Fill in this information to identify the case:

Debtor name DirectBuy Home Improvement, Inc.
 United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
FEDERAL EXPRESS (FEDEX) P.O. BOX 72210 PASADENA, CA 91109-7321						\$1,322,569.22
AT&T PO BOX 5019 CAROL STREAM, IL 60197-5019						\$1,169,885.89
TERRENO 139TH LLC c/o CBRE, INC.2221 ROSECRANS AVE. STE 10 EL SEGUNDO, CA 90245						\$718,531.65
4TH STREET HOLDINGS LLC. C/O BOND RETAIL5 THIRD STREET STE 1225 SAN FRANCISCO, CA 94103						\$701,866.62
SHAYNE (MACAO COMMERCIAL OFFSHORE) LIMIT RUA DE PEQUIN NO 126 EDIF COMERCIAL I TA MACAU						\$532,835.80
DC 02 - SOUTH GATE 5150 OVERLAND AVENUE C/O GK MANAGEMENT C CULVER CITY, CA 90230						\$402,887.81

Debtor **DirectBuy Home Improvement, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
GOOGLE LLC DEPT 33654PO BOX 39000 SAN FRANCISCO, CA 94139						\$398,922.68
KUKA (HK) TRAD CO. LIMITED ROOM 06 13A/F SOUTH TOWERWORLD FINANCE C HARBOUR CITY, HK 00099-9077						\$317,067.00
UNIFIED LOGISTIX GROUP 740 S. POWERLINE RD STE F DEERFIELD BEACH, FL 33442						\$287,644.47
CARMICHAEL INTERNATIONAL SERVICE 533 GLENDALE BLVD LOS ANGELES, CA 90026						\$286,454.02
UPS FREIGHT P.O. BOX 650116 DALLAS, TX 75265-0116						\$284,364.25
SOUTH COAST PLAZA P.O. BOX 54876 LOS ANGELES, CA 90074-4876						\$235,799.03
QUAD/GRAPHICS INC PO BOX 644840 PITTSBURGH, PA 53089						\$213,990.60
TAMPA WESTSHORE ASSOCIATES LP C/O COMERICA BANK - DEPT 177001 P.O. BOX DETROIT, MI 48267-1770						\$208,858.14

Debtor **DirectBuy Home Improvement, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
SOVOS COMPLIANCE LLC PO BOX 347977 PITTSBURGH, PA 15251-4977						\$208,609.81
CONNOR GROUP INTERNATIONAL LLC 990 S ROCK BLVD, SUITE F RENO, NV 89502						\$191,864.66
JONATHAN LOUIS INTERNATIONAL FBO JONATHAN LOUIS INTERNATIONALP. O. BOX CHARLOTTE, NC 28201-1036						\$185,353.28
GILTNER LOGISTICS PO BOX 150728 OGDEN, UT 84415-0728						\$176,234.82
FASHION SHOW MALL LLC SDS-12-2773 P.O. BOX 86 MINNEAPOLIS, MN 55486-2773						\$174,680.09
INSPIRO RELIA, INC 6F LV LOCSIN BUILDING 6752 AYALA AVE MAKATI, NA 01223						\$155,337.95

Fill in this information to identify the case:

Debtor name DirectBuy Home Improvement, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **List of Equity Security Holders and Statement of Corporate Ownership**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **October 16, 2023**

X /s/ Robert Fetterman

Signature of individual signing on behalf of debtor

Robert Fetterman

Printed name

CFO and Interim CEO

Position or relationship to debtor

DirectBuy Home Improvement, Inc.
(Chapter 11 Bankruptcy Petition)

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of DirectBuy Home Improvement, Inc. (the “Company”), do hereby consent to and adopt the following resolutions as of the 16th day of October, 2023:

WHEREAS, in light of the Company’s current financial condition, the Board of Directors has investigated, discussed and considered all options for addressing the Company’s financial challenges and, after consultation with the Company’s advisors, has concluded that it is in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); now therefore be it

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the Bankruptcy Code; and it is further

RESOLVED, that Robert Fetterman, in his capacity as Chief Financial Officer of the Company, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said officer executing the same shall determine; and it is further

RESOLVED, that the law firm of Cole Schotz P.C. is hereby employed as attorneys for the Company in the chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the financial advisory firm of Sherwood Partners Inc. be, and hereby is, retained as the financial advisor for Debtor in the chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the investment banking firm of Stump & Company be, and hereby is, retained as the investment banker/business broker for Debtor in the chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the firm of Stretto, Inc. be, and hereby is, retained as the claims and noticing agent on behalf of Debtors in the chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that the Company is hereby authorized to employ and engage such other legal, accounting, financial and restructuring firms as it deems necessary, proper or desirable in connection with the successful prosecution of the chapter 11 case; and it is further

RESOLVED, that each officer of the Company, including the Chief Financial Officer, is hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to take and perform any and all further acts and deeds they deem necessary, proper or desirable in connection with the successful prosecution of the chapter 11 case; and it is further

RESOLVED, that each officer of the Company, including the Chief Financial Officer, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, including without limitation, the amendment of any organizational, constitutional or similar documents of subsidiaries of the Company for the preservation of such entities and/or the value of the estate, and to take such action as in the judgment of such officer shall be or become necessary, proper and desirable to effectuate an orderly liquidation of the Company's assets; and it is further

RESOLVED, that the Chief Financial Officer, is hereby delegated the authority, consistent with such officer's discharge of his fiduciary duties, with the approval of the Board of Directors, over implementation and prosecution of the chapter 11 case, including causing the Company to enter into one or more restructuring transactions, including a sale of substantially all assets of the Company's estate, the sale of any real estate, any debtor in possession financing and any plan of reorganization (each, a "Restructuring Transaction"); and it is further

RESOLVED, that each officer of the Company, including the Chief Financial Officer, with the approval of the Board of Directors, is hereby authorized and empowered, in the name of and on behalf of Debtors to (i) secure the payment and performance of any post-petition financing by (A) pledging or granting liens and mortgages on, or security interest in, all or any portion of the assets of any or all Debtors, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any Debtor, whether now owned or hereafter acquired, and (B) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the Authorized Officer executing the same, and (ii) take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, receipts, petitions, motions or other papers or documents in furtherance of any Restructuring Transaction to which any Debtor is, or will be a party, including, but not limited to, any management agreements, Chapter 11 plan, disclosure statement, asset purchase agreement, and all exhibits and/or ancillary documents related thereto (collectively, the "Restructuring Documents"); the

execution thereof by such Authorized Officer to be deemed conclusive evidence of such approval or determination; and it is further

RESOLVED, that each officer of the Company, including the Chief Financial Officer, with the approval of the Board of Directors, is hereby authorized and empowered in the name of, and on behalf of, the Company to take any and all actions to (i) obtain Bankruptcy Court approval of the Restructuring Documents in connection with any Restructuring Transaction, and (ii) obtain Bankruptcy Court approval of any Restructuring Transaction; and it is further

RESOLVED, that any and all past actions heretofore taken by the Board of Directors or each officer of the Company in the name and on behalf of the Company in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

RESOLVED, that the filing by the Company of a petition seeking relief under the provisions of the Bankruptcy Code shall not dissolve the Company; and it is further

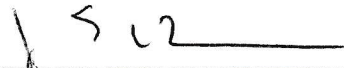
RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Board of Directors of the Company and the undersigned hereby waives all requirements as to notice of a meeting; and it is further

RESOLVED, that this Written Consent may be executed in one or more counterparts, each of which shall be deemed an original, and all of which, taken together, shall constitute one and the same consent. Facsimile or electronic signatures or signatures via DocuSign shall be sufficient for the execution of this Written Consent.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, this Certificate of Written Consent of the Board of Directors of DirectBuy Home Improvement, Inc. is executed and delivered as of the date first above written.

BOARD OF DIRECTORS:



Name: Jeffrey E. Devers, Chairman

Name: Shin Kim


Name: Shin Kim